



DONELAN CLEARY  
WOOD & MASER, P.C.

February 3, 1999

RECORDATION NO. 21207-A FILED

FEB 4 '99

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Recordation No. 21207-A

Dear Mr. Williams:

On behalf of Flex Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Full Termination of Lease ("Termination").

The party to the enclosed Termination is:

Flex Leasing Corporation  
Suite 300  
234 Front Street  
San Francisco, CA 94111

TERMINATING PARTY

The equipment covered by the instant Termination is all the equipment covered in the Memorandum of Lease recorded under Recordation No. 21207.

A short summary of the Termination to appear in the Surface Transportation Board Index is as follows:

"Full Termination of Memorandum of Lease under Recordation No. 21207."

Enclosed is a check in the amount of twenty-six dollars (\$26.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.  
Attorney for Flex Leasing  
Corporation, for the purpose  
of this filing.

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423  
Enclosures

BY HAND

8207-020

FEB 4 '99

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## MEMORANDUM OF FULL TERMINATION OF LEASE

**FLEX LEASING CORPORATION** filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board, Recordation No. 21207, on February 4, 1998 at 2:28 p.m. and (b) the Registrar General of Canada on the \_\_\_ day of \_\_\_\_\_, 199\_ at \_\_\_, relating to the lease described below:

That certain lease (the "Lease") dated as of January 1, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **CSX TRANSPORTATION, INC.**, a Virginia corporation ("Lessee"), having its chief executive office at 500 Water Street, J-220, Treasury Department, Jacksonville, Florida 32202.

The duties and obligations of the parties to the Lease have been satisfied and discharged. The term of the said Lease has run, has not been renewed, and has therefore expired. Wherefore, this filing hereby fully terminates of record this Lease.

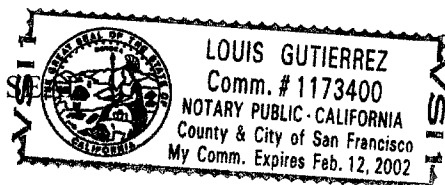
**FLEX LEASING CORPORATION**

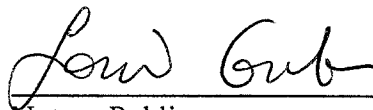
  
\_\_\_\_\_  
Desmond Hayes  
President

STATE OF CA )  
COUNTY OF SF ) ss:  
 )

On this   1   day of February, 1999, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing Corporation and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this   1   day of February, 1999.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 2/12/2002